BY-LAWS
OF
UW-WHITEWATER FOUNDATION, INC.

PREAMBLE

UW-WHITEWATER FOUNDATION, INC. is a Section 501 (c ) (3) of the Internal Revenue Code, non-profit, non-stock corporation organized and operated exclusively to perpetuate charitable fundraising as a means to promote and to assist the University of Wisconsin – Whitewater in its mission.

ARTICLE I
MEMBERSHIP

Section 1. The Corporation shall not have members.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Term of Directors. The business, property and affairs of this corporation shall be managed by the board of directors. Each director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified. Board member shall serve staggered three (3) year terms. Any elected director who has served for three (3) successive terms shall not be eligible for reelection until one (1) year or more from the date of expiration of the last terms, with the exception of an executive committee position. Any elected director serving in an executive committee position may extend his/her term beyond the three-term limitation with the approval of a majority of the directors. This extension shall be limited to his/her tenure on the executive committee.

Section 2. Classification and Selection of Directors. The board of directors shall be named at a meeting of the board of directors of the corporation. The members of said board shall be as follows:

(a) Ex-officio members consisting of the following persons: the Chancellor of the University of Wisconsin-Whitewater, a faculty member appointed with input from the Faculty Senate and approval by the board of directors, the Director of Alumni, the President of the UW-Whitewater Foundation, Inc., the Vice President of the UW-Whitewater Foundation, Inc., the President of the UW-Whitewater Alumni Association or his/her appointee.
(b) Elected directors to be selected as follows: the nominating committee shall nominate at least one (1) nominee for each director whose term expires, but not more than two (2) nominees for each expiring term. The nominees receiving the greatest number of votes shall hold office for a three (3) year term. Membership on the board of directors should be made up of a good balance between alumni and non-alumni of the University, without specifying the number of each. Only the following University faculty and administration staff members may be members of the board:

(1) The University of Wisconsin-Whitewater Chancellor
(2) The President of the UW-Whitewater Foundation
(3) The Vice President of the UW-Whitewater Foundation
(4) The UW-Whitewater Director of Alumni
(5) A UW-Whitewater Faculty representative selected from a slate of faculty members provided by Faculty Senate and approved by the UW-Whitewater Foundation board of directors

(c) One (1) elected member shall be the President of the UW-Whitewater Student Government or his/her appointee. This member shall serve a maximum of one (1) year term.

(d) One (1) elected member shall be an emeritus member of the faculty at UW-Whitewater. This member shall serve a maximum of one (1) three (3) year term.

(e) The Board of Directors may elect up to ten (10) Emeritus Directors. Emeritus Directors shall be individuals who have served at least nine years as a regular member of the Board, served in a leadership role while on the Board, and are nominated by the Executive Committee due to their extraordinary service to the Foundation. Emeritus Directors may serve as long as they are willing and may participate in all meetings of the Board. However Emeritus Directors do not have a vote on matters coming before the Board and therefore do not count against the membership limitations outlined in the Articles of Incorporation.

Section 3. Action by Unanimous Written Consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it has been authorized at a meeting of the board of directors.

Section 4. Power to Elect Officers. The Nominating Committee will recommend a slate of officers for the full board to elect at a meeting. The slate will include a chair, a vice-chair, and a treasurer. The UWW Foundation president automatically shall serve as secretary.
Section 5. Power to Appoint UWW Foundation Staff, Other Officers, and Agents. The board of directors shall appoint a President. The President, with approval from the board of directors, may appoint a Vice President. The board of directors shall also have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 6. Removal of Officers and Agents. Any officer or agent may be removed by the board of directors whenever in the judgment of the board other business interests of the corporation will be best served thereby. The officer or agent to be removed shall have the right to be heard. After the right to be heard is extended, the director may be removed by a 2/3 vote of the board members present. Any individual director absent from three Director’s meetings in a year may be asked to resign his/her position upon the vote of 2/3 of the directors then in office.

Section 7. Power to Fill Vacancies. The board shall have power to fill a vacancy in any office occurring from any reason whatsoever.

Section 8. Delegation of Powers. The board of directors may delegate any and all of its powers to any committee, officer, employee or agent.

Section 9. Power to Require Bonds. The board of directors may require any officer or agent to file with the corporation a satisfactory bond with corporate surety conditioned for faithful performance of his/her duties.

Section 10. Power to Borrow. The board of directors have full power and authority to borrow money whenever in the discretion of the board, the exercise of said power is required in the General interests of the corporation, and in such case the board of directors may authorize the proper officers of the corporation to make, execute and deliver in the name and on behalf of the corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper, and said board shall have full power to mortgage the property of the corporation, or any part thereof, as security for such indebtedness and no action on the part of the directors of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE III

MEETING OF BOARD OF DIRECTORS

Section 1. Special Meetings. The Board of Directors shall hold any such special meetings as may be called by the Chair or two (2) or more directors.

Section 2. Notice of Directors’ Meetings. Notice of all regular meetings of the directors shall be given by notice in writing, signed by the secretary, or by e-mail, facsimile, or other electronic form of communication, designating the time and place of such meeting, and provided to each member not less than five (5) days prior to the meeting.
Section 3. Organization Meeting of Board. The board of directors shall convene for the purpose of electing officers and transacting any other business properly brought before it. The officers shall serve without compensation, but the board of directors may allow officers and directors to be reimbursed out-of-pocket expenses necessarily incurred in the performance of their duties.

Section 4. Regular Meeting of Board. Regular meetings of the board of directors shall be held at such time and place as the board of directors determine. There will be a minimum of three (3) regular board meetings annually.

Section 5. Quorum. A quorum at any annual, regular, or special meeting of said body shall consist of the lesser of a majority of the directors or nine (9) of the directors.

ARTICLE IV

OFFICERS

Section 1. Chair. The chair shall serve a two-year term. The chair shall be selected by, and from the membership of the board of directors. The chair shall be chief executive officer of the corporation. The chair shall preside over all meetings of the board. The chair shall see that all orders and resolutions of the board are carried into effect. The chair shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice-Chair. The vice-chair shall serve a two-year term. The vice-chair shall, in the absence or inability of the chair to act, perform the duties of the chair, and such other duties as the board of directors may direct.

Section 3. Secretary. The UW-Whitewater Foundation, Inc. President will serve as secretary. The secretary shall attend all meetings of the members of the board of directors, and the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The secretary shall give all notices required by statute, by-laws, or resolution. The secretary shall perform such other duties as may be delegated to him by the board of directors or by the executive committee. The secretary shall be an ex-officio member of every committee so appointed.

Section 4. Treasurer. The treasurer shall serve a two-year term. The treasurer will be responsible for studying and supervising the maintenance of the financial records, for reporting to the board regularly the financial status of the Foundation and performing other duties as from time to time may be assigned by the chair or by the board of directors.
ARTICLE V

COMMITTEES

Section 1. Executive Committee. The executive committee shall be composed of the officers of the UW-Whitewater Foundation, Inc., the past chair of the UW-Whitewater Foundation, Inc., the chairs of the standing committees and subcommittees of the Board of Directors, the Chancellor of the University of Wisconsin-Whitewater, and the Vice President of the UW-Whitewater Foundation. The executive committee shall have and exercise the authority of the board of directors in the management of the routine business of the Foundation between meetings of the board. It shall not have the authority to fill vacancies or change the by-laws. Meetings shall be held as needed and may be called by the president or any two (2) members of the committee. All members shall be notified of the time and place of any meeting at least two (2) days prior to the scheduled date. Five (5) members shall constitute a quorum.

Section 2. Other committees. The board of directors or the executive committee may appoint other committees from time to time as necessary.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 1. Contracts. Any officer may occasionally delegate some responsibilities, subject to the approval of the board of directors or the executive committee.

Section 2. Checks, Drafts Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents of the corporation, as shall the time to time be determined by the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer, and countersigned by the chair or the vice-chair of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors may elect.

Section 4. Gifts. The board of directors may accept, on behalf of the corporation, any contributions, gifts, bequests, or devise for the general purpose or for any special purpose of the corporation, not to endanger the tax-exempt status of the corporation.

Section 5. Audits. There shall be an annual audit (partial or full).
ARTICLE VII

NOTICES

Section 1. Whenever any notice to members of the board of directors is required to be given under the provisions of the Wisconsin Nonstock Corporation Law, or under the provisions of the articles of incorporation, or the by-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to sign such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

STATEMENT OF NON-DISCRIMINATION

Section 1. The UWFW does not discriminate in its activities on the basis of race, color, religion, sex, age, national origin, disability, veteran status, sexual orientation or any other classification protected by Federal, state, or local law.

ARTICLE IX

CONFLICT OF INTEREST STATEMENT

Section 1. Directors, officers, employees, and agents will be asked annually to sign a statement indicating they are aware of and have complied with the provisions of the Code of Ethics/Conflict of Interest Statement. Such a statement will include an itemization of any conflict of interest for such director, officer, employee, or agent.

Section 2. It is the obligation of each member of the board of directors, officers, and the various committees, to abstain from voting on any issue, grant, scholarship, or consideration in which that member has a direct or indirect vested interest. If it is believed such restraint has been exercised, any member of the board of directors may issue a challenge. The question of the conflict may be resolved by a majority of voting members of the body before which the conflict arises.

ARTICLE X

AMENDMENT OF BY-LAWS

Section 1. These by-laws may be amended, altered changed, added to or repealed at any regular or special meeting by the affirmative vote of a majority of the board of directors, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.
Amended and dated this 1st day of February, 2006